

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re BLUE DOG AT 399 INC

Debtor

Case No. 15-10694

Reporting Period: Jan-19

Federal Tax I.D. # 45-2897773

CORPORATE MONTHLY OPERATING REPORT

File with the Court and submit a copy to the United States Trustee within 20 days after the end of the month and submit a copy of the report to any official committee appointed in the case.

(Reports for Rochester and Buffalo Divisions of Western District of New York are due 15 days after the end of the month, as are the reports for Southern District of New York.)

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	<u>MOR-1</u>	YES	NO
Bank Reconciliation (or copies of debtor's bank reconciliations)	<u>MOR-1 (CON'T)</u>	YES	NO
Copies of bank statements			NO
Cash disbursements journals			NO
Statement of Operations	<u>MOR-2</u>	YES	NO
Balance Sheet	<u>MOR-3</u>	YES	NO
Status of Post-petition Taxes	<u>MOR-4</u>	YES	NO
Copies of IRS Form 6123 or payment receipt			NO
Copies of tax returns filed during reporting period			NO
Summary of Unpaid Post-petition Debts	<u>MOR-4</u>	YES	NO
Listing of Aged Accounts Payable			NO
Accounts Receivable Reconciliation and Aging	<u>MOR-5</u>	YES	NO
Taxes Reconciliation and Aging	<u>MOR-5</u>	YES	NO
Payments to Insiders and Professional	<u>MOR-6</u>	YES	NO
Post Petition Status of Secured Notes, Leases Payable	<u>MOR-6</u>	YES	NO
Debtor Questionnaire	<u>MOR-7</u>	YES	NO

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Debtor

Date

Signature of Authorized Individual*

Date

Robert Powell / am

Date *3-14-2019*

Robert Powell on behalf of 399 Park Holding LLC, as Majority Shareholder of Debtor

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

Amounts reported should be from the debtor's books and not the bank statement. The beginning cash should be the ending cash from the prior month or, if this is the first report, the amount should be the balance on the date the petition was filed. The amounts reported in the "CURRENT MONTH - ACTUAL" column must equal the sum of the four bank account columns. Attach copies of the bank statements and the cash disbursements journal. The total disbursements listed in the disbursements journal must equal the total disbursements reported on this page. A bank reconciliation must be attached for each account. [See MOR-1 (CONT)]

ACCOUNT NUMBER (LAST 4)	BANK ACCOUNTS				CURRENT MONTH ACTUAL (TOTAL OF ALL ACCOUNTS)
	OPER	PAYROLL	TAX	OTHER	
CASH BEGINNING OF MONTH					
RECEIPTS					
CASH SALES					
ACCOUNTS RECEIVABLE - PREPETITION					
ACCOUNTS RECEIVABLE - POSTPETITION					
LOANS AND ADVANCES					
SALE OF ASSETS					
OTHER (ATTACH LIST)					
TRANSFERS (FROM DIP ACCTS)					
TOTAL RECEIPTS	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
DISBURSEMENTS					
NET PAYROLL					
PAYROLL TAXES					
SALES, USE, & OTHER TAXES					
INVENTORY PURCHASES					
SECURED/ RENTAL/ LEASES					
INSURANCE					
ADMINISTRATIVE					
SELLING					
OTHER (ATTACH LIST)					
OWNER DRAW *					
TRANSFERS (TO DIP ACCTS)					
PROFESSIONAL FEES					
U.S. TRUSTEE QUARTERLY FEES					
COURT COSTS					
TOTAL DISBURSEMENTS	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
NET CASH FLOW (RECEIPTS LESS DISBURSEMENTS)					
CASH - END OF MONTH	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

* COMPENSATION TO SOLE PROPRIETORS FOR SERVICES RENDERED TO BANKRUPTCY ESTATE

THE FOLLOWING SECTION MUST BE COMPLETED

DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES: (FROM CURRENT MONTH ACTUAL COLUMN)

TOTAL DISBURSEMENTS	\$0.00
LESS: TRANSFERS TO OTHER DEBTOR IN POSSESSION ACCOUNTS	\$0.00
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	\$0.00
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	\$0.00

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BANK RECONCILIATIONS

Continuation Sheet for MOR-1

A bank reconciliation must be included for each bank account. The debtor's bank reconciliation may be substituted for this page. (Bank account numbers may be redacted to last four numbers.)

	Operating	Payroll	Tax	Other
	# N/A	# N/A	# N/A	# N/A
BALANCE PER BOOKS				
BANK BALANCE				
(+) DEPOSITS IN TRANSIT (<i>ATTACH LIST</i>)				
(-) OUTSTANDING CHECKS (<i>ATTACH LIST</i>):				
OTHER (<i>ATTACH EXPLANATION</i>)				
ADJUSTED BANK BALANCE *				

*"Adjusted Bank Balance" must equal "Balance per Books"

[illegible]

OTHER

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STATEMENT OF OPERATIONS (Income Statement)

The Statement of Operations is to be prepared on an accrual basis. The accrual basis of accounting recognizes revenue when it is realized and expenses when they are incurred, regardless of when cash is actually received or paid.

REVENUES	MONTH	CUMULATIVE -FILING TO DATE
Gross Revenues	\$0.00	\$0.00
Less: Returns and Allowances	\$0.00	\$0.00
Net Revenue	\$0.00	\$0.00
COST OF GOODS SOLD		
Beginning Inventory	\$0.00	\$0.00
Add: Purchases	\$0.00	\$0.00
Add: Cost of Labor	\$0.00	\$0.00
Add: Other Costs (<i>attach schedule</i>)	\$0.00	\$0.00
Less: Ending Inventory	\$0.00	\$0.00
Cost of Goods Sold	\$0.00	\$0.00
Gross Profit	\$0.00	\$0.00
OPERATING EXPENSES		
Advertising	\$0.00	\$0.00
Auto and Truck Expense	\$0.00	\$0.00
Bad Debts	\$0.00	\$0.00
Contributions	\$0.00	\$0.00
Employee Benefits Programs	\$0.00	\$0.00
Officer/Insider Compensation*	\$0.00	\$0.00
Insurance	\$0.00	\$0.00
Management Fees/Bonuses	\$0.00	\$0.00
Office Expense	\$0.00	\$0.00
Pension & Profit-Sharing Plans	\$0.00	\$0.00
Repairs and Maintenance	\$0.00	\$0.00
Rent and Lease Expense	\$0.00	\$0.00
Salaries/Commissions/Fees	\$0.00	\$0.00
Supplies	\$0.00	\$0.00
Taxes - Payroll	\$0.00	\$0.00
Taxes - Real Estate	\$0.00	\$0.00
Taxes - Other	\$0.00	\$0.00
Travel and Entertainment	\$0.00	\$0.00
Utilities	\$0.00	\$0.00
Other (<i>attach schedule</i>)	\$0.00	\$0.00
Total Operating Expenses Before Depreciation	\$0.00	\$0.00
Depreciation/Depletion/Amortization	\$0.00	\$0.00
Net Profit (Loss) Before Other Income & Expenses	\$0.00	\$0.00
OTHER INCOME AND EXPENSES		
Other Income (<i>attach schedule</i>)	\$0.00	\$0.00
Interest Expense	\$0.00	\$0.00
Other Expense (<i>attach schedule</i>)	\$0.00	\$0.00
Net Profit (Loss) Before Reorganization Items	\$0.00	\$0.00

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REORGANIZATION ITEMS		
Professional Fees	\$675,348.65	\$850,198.50
U. S. Trustee Quarterly Fees	\$0.00	\$1,306.39
Interest Earned on Accumulated Cash from Chapter 11 <i>(see continuation sheet)</i>	\$0.00	\$0.00
Gain (Loss) from Sale of Equipment	\$0.00	\$0.00
Other Reorganization Expenses <i>(attach schedule)</i>	\$0.00	\$0.00
Total Reorganization Expenses	\$675,348.65	\$851,504.89
Income Taxes	\$0.00	\$0.00
Net Profit (Loss)	(\$675,348.65)	(\$851,504.89)

*"Insider" is defined in 11 U.S.C. Section 101(31).

BREAKDOWN OF "OTHER" CATEGORY

OTHER COSTS

OTHER OPERATIONAL EXPENSES

OTHER INCOME

OTHER EXPENSES

OTHER REORGANIZATION EXPENSES

Reorganization Items - Interest Earned on Accumulated Cash from Chapter 11:

Interest earned on cash accumulated during the chapter 11 case, which would not have been earned but for the bankruptcy proceeding, should be reported as a reorganization item.

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BALANCE SHEET

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from post-petition obligations.

ASSETS	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULED
CURRENT ASSETS			
Unrestricted Cash and Equivalents	\$0.00	\$0.00	\$0.00
Restricted Cash and Cash Equivalents (<i>see continuation sheet</i>)	\$0.00	\$0.00	\$0.00
Accounts Receivable (Net)	\$0.00	\$0.00	\$0.00
Notes Receivable	\$0.00	\$0.00	\$0.00
Inventories	\$0.00	\$0.00	\$0.00
Prepaid Expenses	\$0.00	\$0.00	\$0.00
Professional Retainers	\$0.00	\$0.00	\$0.00
Other Current Assets (<i>attach schedule</i>)	\$171,600.00	\$171,600.00	\$171,600.00
TOTAL CURRENT ASSETS	\$171,600.00	\$171,600.00	\$171,600.00
PROPERTY & EQUIPMENT			
Real Property and Improvements	\$0.00	\$0.00	\$0.00
Machinery and Equipment	\$0.00	\$0.00	\$0.00
Furniture, Fixtures and Office Equipment	\$1,280,000.00	\$1,280,000.00	\$1,280,000.00
Leasehold Improvements	\$0.00	\$0.00	\$0.00
Vehicles	\$0.00	\$0.00	\$0.00
Less: Accumulated Depreciation	\$0.00	\$0.00	\$0.00
TOTAL PROPERTY & EQUIPMENT	\$1,280,000.00	\$1,280,000.00	\$1,280,000.00
OTHER ASSETS			
Amounts due from Insiders*	\$0.00	\$0.00	\$0.00
Other Assets (<i>attach schedule</i>)	\$0.00	\$0.00	\$0.00
TOTAL OTHER ASSETS	\$0.00	\$0.00	\$0.00
TOTAL ASSETS	\$1,451,600.00	\$1,451,600.00	\$1,451,600.00
LIABILITIES AND OWNER EQUITY	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE
LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)			
Accounts Payable	\$0.00	\$0.00	\$0.00
Taxes Payable (<i>refer to FORM MOR-4</i>)	\$0.00	\$0.00	\$0.00
Wages Payable	\$0.00	\$0.00	\$0.00
Notes Payable	\$0.00	\$0.00	\$0.00
Rent / Leases - Building/Equipment	\$0.00	\$0.00	\$0.00
Secured Debt / Adequate Protection Payments	\$0.00	\$0.00	\$0.00
Professional Fees	\$850,198.50	\$850,198.50	\$0.00
Amounts Due to Insiders*	\$0.00	\$0.00	\$0.00
Other Post-petition Liabilities (<i>attach schedule</i>)	\$0.00	\$0.00	\$0.00
TOTAL POST-PETITION LIABILITIES	\$850,198.50	\$850,198.50	\$0.00
LIABILITIES SUBJECT TO COMPROMISE (Pre-Petition)			
Secured Debt	\$103,030.23	\$103,030.23	\$103,030.23
Priority Debt	\$0.00	\$0.00	\$0.00
Unsecured Debt	\$3,766,120.32	\$3,766,120.32	\$3,766,120.32
TOTAL PRE-PETITION LIABILITIES	\$3,869,150.55	\$3,869,150.55	\$3,869,150.55
TOTAL LIABILITIES	\$4,719,349.05	\$4,719,349.05	\$3,869,150.55
OWNERS' EQUITY			
Capital Stock	\$0.00	\$0.00	\$0.00
Additional Paid-In Capital	\$0.00	\$0.00	\$0.00
Partners' Capital Account	\$0.00	\$0.00	\$0.00
Owner's Equity Account	\$0.00	\$0.00	\$0.00
Retained Earnings - Pre-Petition	\$0.00	\$0.00	\$0.00
Retained Earnings - Post-petition	\$0.00	\$0.00	\$0.00
Adjustments to Owner Equity (<i>attach schedule</i>)	\$0.00	\$0.00	\$0.00
Post-petition Contributions (<i>attach schedule</i>)	\$0.00	\$0.00	\$0.00
NET OWNERS' EQUITY	\$0.00	\$0.00	\$0.00
TOTAL LIABILITIES AND OWNERS' EQUITY	\$4,719,349.05	\$4,719,349.05	\$3,869,150.55

*"Insider" is defined in 11 U.S.C. Section 101(31).

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BALANCE SHEET - continuation section

ASSETS	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE
Other Current Assets			
Other Assets			
Security deposit held by BP 399 Park Avenue LLC or its agent.	\$61,600.00	\$61,600.00	\$61,600.00
Money held in escrow account by BP 399 Park Avenue LLC or its agent.	\$110,000.00	\$110,000.00	\$110,000.00
LIABILITIES AND OWNER EQUITY	BOOK VALUE AT END OF CURRENT REPORTING MONTH		BOOK VALUE ON PETITION DATE
Other Post-petition Liabilities			
Adjustments to Owner's Equity			
Post-Petition Contributions			

Restricted Cash: Cash that is restricted for a specific use and not available to fund operations.
Typically, restricted cash is segregated into a separate account, such as an escrow account.

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STATUS OF POST-PETITION TAXES

The beginning tax liability should be the ending liability from the prior month or, if this is the first report, the amount should be zero.

Attach photocopies of IRS Form 6123 or payment receipt to verify payment or deposit of federal payroll taxes.

Attach photocopies of any tax returns filed during the reporting period.

Federal	Beginning Tax	Amount Withheld and/or Accrued	Amount Paid	Date Paid	Check # or EFT	Ending Tax
Withholding						
FICA-Employee						
FICA-Employer						
Unemployment						
Income						
Other:						
Total Federal Taxes						
State and Local						
Withholding						
Sales						
Excise						
Unemployment						
Real Property						
Personal Property						
Other:						
Total State and Local						
Total Taxes						

SUMMARY OF UNPAID POST-PETITION DEBTS

Attach aged listing of accounts payable.

	Number of Days Past Due					Total
	Current	0-30	31-60	61-90	Over 91	
Accounts Payable	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Wages Payable	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Taxes Payable	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Rent/Leases-Building	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Rent/Leases-Equipment	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Secured Debt/Adequate Protection Payments	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Professional Fees	\$675,348.65	\$0.00	\$0.00	\$0.00	\$174,849.85	\$850,198.50
Amounts Due to Insiders	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Other:						
Other:						
Total Post-petition Debts	\$675,348.65	\$0.00	\$0.00	\$0.00	\$174,849.85	\$850,198.50

Explain how and when the Debtor intends to pay any past due post-petition debts.

Requests for administrative expenses will be paid on a pro-rata basis. The post-petition accounts payable information herein does not constitute an admission of liability, nor is it binding on the Debtor. The Debtor reserves all rights and nothing provided herein shall affect the Debtor's right to challenge the validity, amount or characterization of any claim at a later date.

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ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation	Amount
at the beginning of the reporting period	\$0.00
g the period	\$0.00
ring the period	\$0.00
at the end of the reporting period	\$0.00

	0-30 Days	31-60 Days	61-90 Days	91+ Days	Total
					\$0.00
onsidered uncollectible)					
					\$0.00

TAXES RECONCILIATION AND AGING

	0-30 Days	31-60 Days	61-90 Days	91+ Days	Total
					\$0.00

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PAYMENTS TO INSIDERS AND PROFESSIONALS

Of the total disbursements shown on the Cash Receipts and Disbursements Report (MOR-1) list the amount paid to insiders (as defined in Section 101(31)(A)-(F) of the U.S. Bankruptcy Code) and to professionals. For payments to insiders, identify the type of compensation paid (e.g. Salary, Bonus, Commissions, Insurance, Housing Allowance, Travel, Car Allowance, Etc.). Attach additional sheets if necessary.

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
TOTAL PAYMENTS TO INSIDERS			

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
Wollmuth Maher & Deuts	5/31/2016	\$174,849.85	\$50,000.00	\$50,000.00	\$124,849.85
Otterbourg P.C.	1/25/2019	\$419,005.20	\$0.00	\$0.00	\$419,005.20
Weinberg Zareh Malkin F	1/25/2019	\$188,047.13	\$0.00	\$0.00	\$188,047.13
Scott M. Hare	1/25/2019	\$68,296.32	\$0.00	\$0.00	\$68,296.32
TOTAL PAYMENTS TO PROFESSIONALS		\$850,198.50	\$50,000.00	\$50,000.00	\$800,198.50

* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
TOTAL PAYMENTS			

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DEBTOR QUESTIONNAIRE

Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.		Yes	No
1	Have any assets been sold or transferred outside the normal course of business this reporting period?		✓
2	Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		✓
3	Is the Debtor delinquent in the timely filing of any post-petition tax returns?	✓	
4	Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		✓
5	Is the Debtor delinquent in paying any insurance premium payment?		✓
6	Have any payments been made on pre-petition liabilities this reporting period?		✓
7	Are any post petition receivables (accounts, notes or loans) due from related parties?		✓
8	Are any post petition payroll taxes past due?		✓
9	Are any post petition State or Federal income taxes past due?		✓
10	Are any post petition real estate taxes past due?		✓
11	Are any other post petition taxes past due?		✓
12	Have any pre-petition taxes been paid during this reporting period?		✓
13	Are any amounts owed to post petition creditors delinquent?		✓
14	Are any wage payments past due?		✓
15	Have any post petition loans been received by the Debtor from any party?		✓
16	Is the Debtor delinquent in paying any U.S. Trustee fees?	✓	
17	Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		✓
18	Have the owners or shareholders received any compensation outside of the normal course of business?		✓